**ARTICLES OF INCORPORATION SAMPLE**

**ARTICLES OF INCORPORATION
OF INTERNET CORPORATION FOR
ASSIGNED NAMES AND NUMBERS**

***Changes suggested by the Boston Working Group are noted as follows:***

* *Original* IANA/NSI comments are in *blue.*
* **Deletions** to framework document **are in red**
* ***Deletions*** to framework comments ***are in red italics***
* **Additions**to framework document **are in green**
* ***Additions***to comments***are in green italics***

1.  PREAMBLE and STATEMENT OF PURPOSE

The Internet has grown to be a worldwide system with significant effects on people, schools, organizations, businesses, and governments everywhere.   It is no longer reasonable for the operation of the Internet to be performed through informal arrangements.  These Articles of Incorporation and any By-Laws adopted hereunder are intended to establish an open, accountable, responsive, and transparent entity to assume certain limited managerial yet critical roles with respect to the Internet.  Necessarily the Corporation hereunder must be initially composed of a relatively small number of participants.  However it is a fundamental principal that this Corporation move with rapidity to be more broadly based.

The purpose of these Articles and supporting By-laws is to create an entity consistent with the requirements and aspirations expressed in the document commonly referred to as the "White Paper" issued by the United States Department of Commerce's National Telecommunications and Information Administration on the "Management of Internet Names and Addresses", Docket Number: 980212036-8146-02 and to guarantee that such entity shall perform its functions so as to foster a fair, open, transparent and competitive environment for the Internet, assuring equal access to essential resources.

*Comment:  A Preamble and Statement of Purpose better identifies the mission of*  *the organization.*

12    The name of this corporation is Internet Corporation for Assigned Names and Numbers (the "Corporation").

23   The name of the Corporation's initial agent for service of process in the State of California is C T Corporation System.

34   This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and public purposes. The Corporation is organized, and will be operated, exclusively for charitable, educational, and scientific purposes within the meaning of sec. 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future Federal tax code. Any reference in these Articles to the Code shall include the corresponding provisions of any further Federal tax code. In furtherance of the foregoing purposes, the Corporation shall, except as limited by Article 4 hereof, pursue the charitable and public purposes of lessening the burdens of government in providing for the operational stability of the Internet infrastructure by (i) coordinating the assignment of Internet technical parameters as needed to maintain universal connectivity on the Internet; (ii) performing and overseeing functions related to the coordination of the Internet Protocol ("IP") address space; (iii) performing and overseeing functions related to the coordination of the Internet domain name system ("DNS"), including the development of policies for determining the circumstances under which new top-level domains are added to the DNS root system; (iv) overseeing operation of the authoritative Internet DNS root server system; and (v) engaging in any other related lawful activity in furtherance of items (i) through (iv).  In furtherance of the foregoing purposes, the Corporation shall, except as limited by Article 4 hereof, pursue the charitable and public purposes of fostering an open, competitive, global and fair environment in all areas of Internet responsibility, assuring fair and equal access to the resources of the Internet, providing cost-effective services and providing for the operational stability of the Internet infrastructure by (i) coordinating the assignment of Internet technical parameters as needed to maintain universal connectivity on the Internet; (ii) performing and overseeing functions related to the coordination of the Internet Protocol ("IP") address space; (iii) performing and overseeing functions related to the coordination of the Internet domain name system ("DNS"), including the development of policies for determining the circumstances under which new top-level domains are added to the DNS root system; (iv) overseeing operation of the authoritative Internet DNS root server system; and (v) engaging in any other related lawful activity in furtherance of items (i) through (iv).

*Comment:  The NSI/IANA text   text identifies the purpose of the corporation solely as  "lessening the burdens of government" in the relevant areas of authority.  This is an* *insufficient guideline for the new entity.  The presence of  that phrase requires the new entity to consider all of its acts against the standard of "lessening the burdens of government."  By removing that phrase, we are opening the new entity to benefit the entire Internet Community, including governments.*

45   Notwithstanding any other provision (other than Article 7) of these Articles:

a. The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under sec. 501 (c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under sec. 170 (c)(2) of the Code.

b. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election under sec. 501 (h) of the Code.

c. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

d. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

e. In no event shall the Corporation be controlled directly or indirectly by one or more "disqualified persons" (as defined in sec. 4946 of the Code) other than foundation managers and other than one or more organizations described in paragraph (1) or (2) of sec. 509 (a) of the Code.

56   To the full extent permitted by the California Nonprofit Public Benefit Corporation Law or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its members, should the Corporation elect to have members in the future, for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article 5 shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

67   Upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more of the exempt purposes set forth in Article 3 hereof and, if possible, to a sec. 501 (c)(3) organization organized and operated exclusively to lessen the burdens of government by providing for the operation of the Internet by developing and maintaining the stability of the Internet infrastructure, or shall be distributed to the Federal government, or a state government, for such purposes, or for such other charitable and public purposes that lessen the burdens of government by providing for the operation and stability of Internet infrastructure. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes, unless no such corporation exists, and in such case any assets not disposed of shall be distributed to a sec. 501(c)(3) corporation chosen by such court.

78   Notwithstanding anything to the contrary in these Articles, if the Corporation determines that it will not be treated as a corporation exempt from federal income tax under sec. 501(c)(3) of the Code, all references herein to sec. 501(c)(3) of the Code shall be deemed to refer to sec. 501(c)(6) of the Code and Article 4(a)(ii) shall be deemed not to be a part of these Articles.

89   These Articles may be amended by the affirmative vote of at least two-thirds of the directors of the Corporation. Should the Corporation elect to have members, these Articles may be amended by the affirmative vote of at least four-fifths of the members.  The Board shall move to a membership structure with all deliberate speed. Until a membership structure has been established, these Articles can be amended only by the affirmative  vote of at least three-quarters of the Directors.  Once the Corporation has a membership structure, these Articles may be amended only by the affirmative vote of at least three-quarters of the votes cast by members.

*Comment:  It is our belief that certain protections, like Constitutional rights, should be established in the Articles.  Such protections cannot be altered except by consensus of a large majority of the beneficiaries of the public purpose of the entity.  Coupled with our definition of membership below, we believe this protection is necessary to avoid capture of the entity by special interests.  We have serious concerns about allowing this entity, upon which so many individuals around the world depend, to be controlled by such a small number of individuals.*

10.  The Corporation is expected to enter into an agreement with the United States through which the United States will convey to the Corporation certain rights and privileges, many of which are in the form of intangible goodwill.  These include the ability to edit and publish the set of files comprising the root zone of the Domain Name System (DNS), designate the set of official root DNS servers, allocate the IP address space in whole or in part, and assign protocol parameters. These rights and privileges shall be collectively known as the "fundamental assets".  The Corporation may neither alienate, encumber, nor use as security any of the fundamental assets, in whole or in part, except that the Corporation may enter into contracts, not to exceed five (5) years in duration, under which use of these fundamental assets, in whole or in part, may be licensed to a third party for purposes consistent with these Articles.

*Comment:  The existing draft does not identify the basic subject matter over which the corporation is to exercise its authority.  In this change we make that identification and we limit the corporation's ability to transfer control to third parties.*

*Updated:    Monday, May 25, 1998 11:47:12 PM*